

Date: 25th March 2025

Report of the Scrutinizer for voting through Postal Ballot in terms of applicable provisions of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and circulars issued by the SEBI from time to time ("SEBI InvIT Regulations").

The Board of Directors**GR Highways Investment Manager Private Limited ("Investment Manager")****(acting as the Investment Manager to the Indus Infra Trust erstwhile Bharat Highways InvIT ("Trust"))****Second Floor, Novus Tower, Plot No. 18,****Sector-18, Gurugram, Haryana-122015****Subject: Scrutinizer's Report on Postal Ballot facility provided to Unitholders of Indus Infra Trust**

- A. I, Preksha Dawet on behalf of M/s Preksha Dawet & Associates, Practicing Company Secretaries, has been appointed as Scrutinizer by the Investment Manager to scrutinize the results of the Postal ballot facility provided to the Unitholders of Indus Infra Trust.
- B. The Investment Manager (on behalf of the Trust) has followed the procedure laid down under Regulation 22 of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, and clarifications, notifications, circulars and guidelines issued thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "SEBI InvIT Regulations") as amended, read with SEBI Master Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2024/44 dated 15th May 2024 for Infrastructure Investment Trusts, as amended.
- C. The Investment Manager had appointed KFin Technologies Limited (hereinafter "KFintech") to provide remote e-voting facility to the Unitholders. The remote e-voting commenced on Wednesday, 5th March 2025 at 9:00 AM (IST) and ended on Tuesday, 25th March 2025 at 5:00 PM (IST).
- D. The Unitholders of Trust holding units as on the "cut-off" date i.e. Friday, February 28, 2025, were entitled to vote on the resolutions contained in the Notice of the Postal Ballot.
- E. The votes cast up to 5:00 PM (IST) on Tuesday, 25th March 2025 being the last date and time for said purpose were considered for scrutiny.
- F. As per Regulation 22(2)(d) of SEBI InvIT Regulations, voting by any person who is a related party to a transaction as well as associates of such person(s) shall not be considered. Accordingly, we note that no related party or any associates thereof have voted on the resolution.
- G. I have maintained the register electronically to record the assent or dissent received, mentioning the particulars of name, address, Demat account no. of the Unitholders and number of units held by them.
- H. On the basis of the votes exercised by the Unitholders of Trust by way of remote e-voting, I have issued the report dated 25th March 2025, containing results of e-voting as "Annexure I".
- I. The resolution as contained in the Postal Ballot Notice dated 4th March 2025 stand passed with requisite majority on 25th March 2025.

For Preksha Dawet & Associates**Preksha Dawet
Practicing Secretary in Practice****Membership No.: A55366
CP No.: 22088
ICSI Unique Code: S2019DE695500
Peer Review: 5487/2024
UDIN: A055366F004140403
Date: 25th March 2025
Place: Gurugram**

Encl: As above.

Annexure-I

Resolution No. 1: To approve the acquisition of GR Galgalia Bahadurganj Highway Private Limited from G R Infraprojects Limited, Related Party of Indus Infra Trust.

Resolution by way of simple majority (i.e. where votes cast in favour of the resolution shall be more than fifty percent of the total votes cast for the resolution)

S. No.	Category	Mode of Voting	Total No. of units held	No. of votes polled*	% of votes polled on outstanding units	No. of votes - in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
			[1]	[2]	[3]=[2]/(1)]*100	[4]	[5]	[6]=[4]/(2)]*100	[7]=[5]/(2)]*100
1.	Sponsor(s)/ Sponsor Group	E-Voting through Postal Ballot	6,64,50,000	-	-	-	-	-	-
2.	Public-Institutional Holders		11,92,94,571	10,36,37,706	86.88%	10,36,37,706	0	100.00%	0.00%
3.	Public – Non Institutional holders		25,71,94,034	1,95,367	0.08%	1,83,929	11,438	94.15%	5.85%
Total			44,29,38,605	10,38,33,073	23.44%	10,38,21,635	11,438	99.99%	0.01%

**The votes cast does not include invalid or abstained votes on the above resolution.*

i. Votes in favour of the resolution			
Mode	Number of unitholders voted	Number of votes cast by them	% of total number of valid votes cast
Voting through Ballot	-	-	-
Remote e-voting	158	10,38,21,635	99.99%
Total	158	10,38,21,635	99.99%
ii. Votes against the resolution			
Voting through Ballot	-	-	-
Remote e-voting	8	11,438	0.01%
Total	8	11,438	0.01%
iii. Invaield votes			
Voting through Ballot	-	-	-
Remote e-voting	-	-	-
Total	-	-	-

The above Resolution mentioned in the postal Ballot Notice dated 4th March 2025 as per the details above stand passed with the requisite majority on 25th March 2025.

For Preksha Dawet and Associates

**For Indus Infra Trust (erstwhile Bharat Highways InvIT)
Acting through its Investment Manager
GR Highways Investment Manager Private Limited**

**Preksha Dawet
Company Secretary in Practice
Membership No.: A55366
CP No.: 22088
ICSI Unique Code: S2019DE695500
Peer Review: 5487/2024
UDIN: A055366F004140403
Date: 25.03.2025
Place: Gurugram**

**Mohnish Dutta
Company Secretary & Compliance Officer
Membership No. F10411
Date: 25.03.2025
Place: Gurugram**